

Hearing Date and Time: December 14, 2021 at 10:00 a.m. (Eastern Time)

Response Deadline: November 8, 2021 at 4:00 p.m. (Eastern Time)

THE DEBTORS' FORTIETH OMNIBUS OBJECTION TO CLAIMS SEEKS TO RECLASSIFY AND DISALLOW CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THE OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
DEBTORS' COUNSEL, PHIL DIDONATO, ESQ., AT (212) 310-8636.**

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i>,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

**NOTICE OF HEARING ON DEBTORS'
FORTIETH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(TO RECLASSIFY AND DISALLOW ASSERTED SECURED CLAIMS)**

PLEASE TAKE NOTICE that, on October 25, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Debtors’ Fortieth Omnibus Objection to Proofs of Claim (To Reclassify and Disallow Asserted Secured Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Bankruptcy Court (i) reclassify to general unsecured claims, and (ii) disallow and expunge the secured claims asserted on one or more proofs of claim (the “**Proofs of Claim**” and, the secured claims asserted thereunder, the “**Disputed Claims**”) listed on **Exhibit A** annexed hereto, on the ground(s) that, each Disputed Claim was either (i) satisfied or otherwise resolved, or (ii) subject to the Second Lien Consent (defined in the Sale Order²).

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed hereto as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the disallowance and expungement of a Proof of Claim without further notice to the applicable Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the relief requested, then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the relief requested, then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **November 8, 2021, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on

² “**Sale Order**” means the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith (and) (IV) Granting Related Relief* (ECF No. 2507), entered by the Bankruptcy Court on February 8, 2019.

November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim; (iii) a concise statement setting forth the reasons why the Disputed Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim on Claimant’s behalf.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **December 14, 2021 at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim, then the Hearing on the Objection with respect to such Proof(s) of Claim will be held at a later date. If the Debtors do not continue the Hearing with respect to such Proof(s) of Claim, then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on **Exhibit A** hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed as **Exhibit B** to the Objection, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that, if the Bankruptcy Court does NOT disallow and expunge the Proof(s) of Claim listed on **Exhibit A**, the Debtors retain the right to object

on other grounds to the Proof(s) of Claim (or to any other Proof(s) of Claim Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim.**

Dated: October 25, 2021
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

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*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Disputed Claims

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassed*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
1.	Askey, Randal G.	Sears Holdings Corporation	N/A	19041	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
2.	Askey, Susan E.	Sears Holdings Corporation	N/A	18946	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
3.	Cole, Ronald E. and Martha E.	Sears Holdings Corporation	N/A	17491	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
4.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	KLC, Inc.	N/A	14439	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
5.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Holdings Corporation	N/A	14797	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
6.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Brands Management Corporation	N/A	14666	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
7.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Stores of Texas LLC	N/A	14463	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
8.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart of Michigan, Inc.	N/A	14462	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
9.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Signature Service, LLC	N/A	14459	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
10.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Florida Builder Appliances, Inc.	N/A	14457	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
11.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Operations LLC	N/A	14456	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
12.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart of Washington LLC	N/A	14455	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
13.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Holding Corporation	N/A	14454	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
14.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Factory Service, LLC	N/A	14453	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
15.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Home Improvement Products, Inc.	N/A	14452	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
16.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Stores of Illinois LLC	N/A	14451	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
17.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Private Brands, Ltd.	N/A	14450	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
18.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Holdings Management Corporation	N/A	14449	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
19.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Protection Company (Florida), L.L.C.	N/A	14448	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
20.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Lawn & Garden, LLC	N/A	14444	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
21.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Home Delivery, LLC	N/A	14443	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
22.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	StarWest, LLC	N/A	14442	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
23.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears, Roebuck de Puerto Rico, Inc.	N/A	14440	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
24.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Operations LLC	N/A	14436	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
25.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Protection Company	N/A	14435	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
26.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	SOE, Inc.	N/A	14430	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
27.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears, Roebuck and Co.	N/A	14374	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
28.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Corporation	N/A	14373	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
29.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	California Builder Appliances, Inc.	N/A	14372	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
30.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	MyGofer LLC	N/A	14343	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
31.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart.com LLC	N/A	14311	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
32.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Roebuck Acceptance Corp.	N/A	14268	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
33.	Condra, Bryan David	Sears Holdings Corporation	N/A	11711	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
34.	Dickman, Frances R	Sears Holdings Corporation	N/A	17484	\$115,000.00	\$0.00	\$115,000.00	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassed*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
35.	DICKMAN, FRANCES R	Sears Holdings Corporation	N/A	17018	\$99,000.00	\$0.00	\$99,000.00	Second Lien PIK Notes
36.	DRAMER, BARBARA S	Sears Holdings Corporation	N/A	9357	\$7,000.00	\$0.00	\$7,000.00	Second Lien PIK Notes
37.	Durnal, Patrick E.	Sears Holdings Corporation	N/A	6046	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
38.	Gee, James	Sears Holdings Corporation	N/A	17476	\$50,000.00	\$0.00	\$50,000.00	Second Lien PIK Notes
39.	Giangrasso, Susan L	Sears Holdings Corporation	N/A	2145	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
40.	GRP Equities LLC	Sears Holdings Corporation	N/A	17213	\$60,000.00	\$0.00	\$60,000.00	Second Lien PIK Notes
41.	Hamdallah, Tarek	Sears Holdings Corporation	N/A	7540	\$51,656.25	\$0.00	\$51,656.25	Second Lien PIK Notes
42.	HOLM, JOAN & STANLEY	Sears Holdings Corporation	N/A	17964	\$106,000.00	\$0.00	\$106,000.00	Second Lien PIK Notes
43.	Johnston, Philippa L	Sears Holdings Corporation	N/A	12137	\$13,955.60	\$0.00	\$13,955.60	Second Lien PIK Notes
44.	JPP II, LLC	A&E Home Delivery, LLC	N/A	7359	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
45.	JPP II, LLC	Private Brands, Ltd.	N/A	7357	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
46.	JPP II, LLC	Kmart Stores of Illinois LLC	N/A	7355	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
47.	JPP II, LLC	Kmart of Washington LLC	N/A	7353	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
48.	JPP II, LLC	Kmart Stores of Texas LLC	N/A	7352	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
49.	JPP II, LLC	StarWest, LLC	N/A	7350	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
50.	JPP II, LLC	SOE, Inc.	N/A	7348	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
51.	JPP II, LLC	Sears Roebuck Acceptance Corp.	N/A	7345	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
52.	JPP II, LLC	Sears Protection Company	N/A	7343	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
53.	JPP II, LLC	Sears, Roebuck and Co.	N/A	7341	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
54.	JPP II, LLC	Sears Operations LLC	N/A	7324	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
55.	JPP II, LLC	Sears Home Improvement Products, Inc.	N/A	7321	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
56.	JPP II, LLC	Sears Holdings Management Corporation	N/A	7319	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
57.	JPP II, LLC	Kmart Corporation	N/A	7277	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
58.	JPP II, LLC	Sears Brands Management Corporation	N/A	7276	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
59.	JPP II, LLC	MyGofer LLC	N/A	7275	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
60.	JPP II, LLC	Kmart of Michigan, Inc.	N/A	7273	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
61.	JPP II, LLC	Kmart Holding Corporation	N/A	7269	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
62.	JPP II, LLC	Florida Builder Appliances, Inc.	N/A	7267	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
63.	JPP II, LLC	Kmart Operations LLC	N/A	7257	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
64.	JPP II, LLC	KLC, Inc.	N/A	7251	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
65.	JPP II, LLC	A&E Factory Service, LLC	N/A	7230	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
66.	JPP II, LLC	A&E Signature Service, LLC	N/A	7226	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
67.	JPP II, LLC	California Builder Appliances, Inc.	N/A	7223	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
68.	JPP II, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7220	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassified*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
69. JPP II, LLC		Sears Protection Company (Florida), L.L.C.	N/A	7216	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
70. JPP II, LLC		Kmart.com LLC	N/A	7215	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
71. JPP II, LLC		A&E Lawn & Garden, LLC	N/A	7208	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
72. JPP II, LLC		Sears Holdings Corporation	N/A	7278	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
73. JPP, LLC		SOE, Inc.	N/A	7534	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
74. JPP, LLC		Sears, Roebuck de Puerto Rico, Inc.	N/A	7515	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
75. JPP, LLC		Kmart Holding Corporation	N/A	7511	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
76. JPP, LLC		Sears Home Improvement Products, Inc.	N/A	7492	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
77. JPP, LLC		Sears Brands Management Corporation	N/A	7482	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
78. JPP, LLC		Sears Holdings Management Corporation	N/A	7480	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
79. JPP, LLC		A&E Home Delivery, LLC	N/A	7477	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
80. JPP, LLC		MyGofer LLC	N/A	7476	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
81. JPP, LLC		Florida Builder Appliances, Inc.	N/A	7474	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
82. JPP, LLC		A&E Factory Service, LLC	N/A	7455	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
83. JPP, LLC		California Builder Appliances, Inc.	N/A	7437	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
84. JPP, LLC		A&E Signature Service, LLC	N/A	7435	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
85. JPP, LLC		Private Brands, Ltd.	N/A	7420	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
86. JPP, LLC		Kmart Stores of Texas LLC	N/A	7384	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
87. JPP, LLC		Sears, Roebuck and Co.	N/A	7374	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
88. JPP, LLC		Sears Protection Company (Florida), L.L.C.	N/A	7372	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
89. JPP, LLC		Sears Operations LLC	N/A	7370	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
90. JPP, LLC		Kmart Stores of Illinois LLC	N/A	7354	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
91. JPP, LLC		StarWest, LLC	N/A	7349	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
92. JPP, LLC		Kmart of Michigan, Inc.	N/A	7334	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
93. JPP, LLC		Kmart Corporation	N/A	7332	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
94. JPP, LLC		KLC, Inc.	N/A	7330	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
95. JPP, LLC		Sears Roebuck Acceptance Corp.	N/A	7282	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
96. JPP, LLC		Sears Protection Company	N/A	7280	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
97. JPP, LLC		A&E Lawn & Garden, LLC	N/A	7279	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
98. JPP, LLC		Kmart.com LLC	N/A	7255	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
99. JPP, LLC		Kmart Operations LLC	N/A	7253	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
100. JPP, LLC		Kmart of Washington LLC	N/A	7225	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
101. JPP, LLC		Sears Operations LLC	N/A	7537	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
102. JPP, LLC		Kmart.com LLC	N/A	7535	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassified*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
103.	JPP, LLC	Kmart Stores of Illinois LLC	N/A	7530	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
104.	JPP, LLC	SOE, Inc.	N/A	7529	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
105.	JPP, LLC	Sears, Roebuck and Co.	N/A	7525	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
106.	JPP, LLC	Sears Brands Management Corporation	N/A	7521	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
107.	JPP, LLC	StarWest, LLC	N/A	7519	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
108.	JPP, LLC	Kmart of Michigan, Inc.	N/A	7510	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
109.	JPP, LLC	Kmart Corporation	N/A	7507	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
110.	JPP, LLC	Kmart Holding Corporation	N/A	7506	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
111.	JPP, LLC	Sears Protection Company	N/A	7505	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
112.	JPP, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7497	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
113.	JPP, LLC	Sears Home Improvement Products, Inc.	N/A	7487	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
114.	JPP, LLC	A&E Lawn & Garden, LLC	N/A	7459	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
115.	JPP, LLC	A&E Signature Service, LLC	N/A	7454	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
116.	JPP, LLC	A&E Factory Service, LLC	N/A	7452	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
117.	JPP, LLC	California Builder Appliances, Inc.	N/A	7444	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
118.	JPP, LLC	Private Brands, Ltd.	N/A	7364	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
119.	JPP, LLC	Florida Builder Appliances, Inc.	N/A	7356	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
120.	JPP, LLC	Kmart of Washington LLC	N/A	7347	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
121.	JPP, LLC	Sears Holdings Management Corporation	N/A	7339	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
122.	JPP, LLC	Kmart Operations LLC	N/A	7336	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
123.	JPP, LLC	Kmart Stores of Texas LLC	N/A	7335	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
124.	JPP, LLC	Sears Protection Company (Florida), L.L.C.	N/A	7285	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
125.	JPP, LLC	KLC, Inc.	N/A	7283	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
126.	JPP, LLC	MyGofer LLC	N/A	7236	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
127.	JPP, LLC	A&E Home Delivery, LLC	N/A	7234	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
128.	JPP, LLC	Sears Roebuck Acceptance Corp.	N/A	7227	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
129.	JPP, LLC	Sears Holdings Corporation	N/A	7490	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
130.	JPP, LLC	Sears Holdings Corporation	N/A	7281	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
131.	Kahana, Mordechai	Sears Holdings Corporation	N/A	14466	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
132.	Kourakin, Mary	Sears Holdings Corporation	N/A	10943	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
133.	Kozlov, Roman	Sears Holdings Corporation	N/A	8194	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
134.	Lee, Richard Y	Sears Holdings Corporation	N/A	12796	\$39,681.55	\$0.00	\$39,681.55	Second Lien PIK Notes
135.	LEGGIO, JOSPEH/COLLEEN	Sears Holdings Corporation	N/A	17309	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
136.	Molsberry Sorrells LLC	Sears Holdings Corporation	N/A	12608	\$20,662.50	\$0.00	\$20,662.50	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Schedule of Secured Claims to be Disallowed and Reclassed*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
137.	Muller, Maria	Sears Holdings Corporation	N/A	17342	\$32,000.00	\$0.00	\$32,000.00	Second Lien PIK Notes
138.	Muller, Maria	Sears Holdings Corporation	N/A	18004	\$18,000.00	\$0.00	\$18,000.00	Second Lien PIK Notes
139.	O'SULLIVAN, NICANORA	Sears Holdings Corporation	N/A	17991	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
140.	Pélee Umbrella Investment Fund SICAV PLC	Sears Holdings Corporation	N/A	2331	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes; Unsecured PIK Notes
141.	Pélee Umbrella Investment SICAV PLC	Sears Holdings Corporation	N/A	1874	\$10,331.00	\$0.00	\$10,331.00	Second Lien PIK Notes; Unsecured PIK Notes
142.	Rietmann, Arthur	Sears Holdings Corporation	N/A	17004	\$150,000.00	\$0.00	\$150,000.00	Second Lien PIK Notes
143.	Roer, Benny	Sears Holdings Corporation	N/A	9151	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
144.	SHORT, PAUL F	Sears Holdings Corporation	N/A	9847	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
145.	SLIMACK, MARK	Sears Holdings Corporation	N/A	10111	\$8,000.00	\$0.00	\$8,000.00	Second Lien PIK Notes
146.	SLIMACK, SUSAN A	Sears Holdings Corporation	N/A	10113	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
147.	Stahl, Marilyn	Sears Holdings Corporation	N/A	18388	\$155,000.00	\$0.00	\$155,000.00	Second Lien PIK Notes
148.	Taylor III, Jefferson C	Sears Holdings Corporation	N/A	9804	\$67,154.13	\$0.00	\$67,154.13	Second Lien PIK Notes
149.	Tomczak, David	Sears Holdings Corporation	N/A	12882	\$36,252.50	\$0.00	\$36,252.50	Second Lien PIK Notes
150.	Tomczak, David	Sears Holdings Corporation	N/A	12822	\$31,987.50	\$0.00	\$31,987.50	Second Lien PIK Notes
151.	Tomczak, David	Sears Holdings Corporation	N/A	12958	\$23,457.50	\$0.00	\$23,457.50	Second Lien PIK Notes
152.	Tomczak, David	Sears Holdings Corporation	N/A	12872	\$10,662.50	\$0.00	\$10,662.50	Second Lien PIK Notes
153.	Tomczak, David	Sears Holdings Corporation	N/A	12953	\$6,397.50	\$0.00	\$6,397.50	Second Lien PIK Notes
154.	Tosi, Alfred	Sears Holdings Corporation	N/A	17439	\$31,000.00	\$0.00	\$31,000.00	Second Lien PIK Notes
155.	VIRGINIA TARTAGLIONE / PETER TARTAGLIONE	Sears Holdings Corporation	N/A	18023	\$40,000.00	\$0.00	\$40,000.00	Second Lien PIK Notes
156.	Walsh, Kevin	Sears Holdings Corporation	N/A	18441	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
157.	Wedmore, Ryan	Sears Holdings Corporation	N/A	19364	\$4,000.00	\$0.00	\$4,000.00	Second Lien PIK Notes
158.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Brands Management Corporation	N/A	8781	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
159.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Stores of Texas LLC	N/A	8777	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
160.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart of Washington LLC	N/A	8776	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
161.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Corporation	N/A	8775	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
162.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart of Michigan, Inc.	N/A	8774	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
163.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart.com LLC	N/A	8773	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
164.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Stores of Illinois LLC	N/A	8772	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
165.	Wilmington Trust, National Association, as indenture trustee and collateral agent	KLC, Inc.	N/A	8771	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
166.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Operations LLC	N/A	8769	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
167.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Holding Corporation	N/A	8768	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
168.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Private Brands, Ltd.	N/A	8767	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
169.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Lawn & Garden, LLC	N/A	8766	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
170.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Florida Builder Appliances, Inc.	N/A	8764	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassified*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
171.	Wilmington Trust, National Association, as indenture trustee and collateral agent	MyGofer LLC	N/A	8761	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
172.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Holdings Management Corporation	N/A	8760	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
173.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Home Delivery, LLC	N/A	8757	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
174.	Wilmington Trust, National Association, as indenture trustee and collateral agent	California Builder Appliances, Inc.	N/A	8756	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
175.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Home Improvement Products, Inc.	N/A	8755	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
176.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Signature Service, LLC	N/A	8754	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
177.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck and Co.	N/A	8748	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
178.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Holdings Corporation	N/A	8745	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
179.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Protection Company	N/A	8740	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
180.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Protection Company (Florida), L.L.C.	N/A	8739	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
181.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Factory Service, LLC	N/A	8738	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
182.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Operations LLC	N/A	8737	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
183.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Roebuck Acceptance Corp.	N/A	8735	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
184.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck and Co.	N/A	8734	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
185.	Wilmington Trust, National Association, as indenture trustee and collateral agent	SOE, Inc.	N/A	8733	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
186.	Wilmington Trust, National Association, as indenture trustee and collateral agent	StarWest, LLC	N/A	8732	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
187.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck de Puerto Rico, Inc.	N/A	8731	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
188.	Wilmington Trust, National Association, as indenture trustee and collateral agent	N/A	182353801017653	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97	Second Lien PIK Notes
189.	Wilmington Trust, National Association, as indenture trustee and collateral agent	N/A	182353801017655	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97	Second Lien PIK Notes
190.	Winnifred A. Christensen as trustee Winnifred A. Christensen Liv trust VAD 11-13-87	Sears Holdings Corporation	N/A	11952	\$25,828.13	\$0.00	\$25,828.13	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Exhibit B

Claims Hearing Procedures

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

COURT-ORDERED CLAIMS HEARING PROCEDURES

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

Claims Hearing Procedures

1. Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is properly filed and served.
3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
 - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
 - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

² Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

Hearing Date and Time: December 14, 2021 at 10:00 a.m. (Eastern Time)
Response Deadline: November 8, 2021 at 4:00 p.m. (Eastern Time)

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Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**DEBTORS' FORTIETH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(TO RECLASSIFY AND DISALLOW ASSERTED SECURED CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

THIS OBJECTION SEEKS TO RECLASSIFY AND DISALLOW CERTAIN FILED PROOFS OF CLAIM. PARTIES SHOULD REVIEW THIS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT ATTACHED HERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS THEIR CLAIM(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT DEBTORS' COUNSEL,
PHIL DIDONATO, ESQ., AT (212) 310-8636.**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

Background

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507) (the “**Sale Order**”), approving the Debtors’ entry into that certain *Asset Purchase Agreement*, dated as of January 17, 2019 (as amended, restated, supplemented, or otherwise modified from time to time, the “**APA**”), between the Debtors and certain other sellers party thereto and Transform Hold Co. LLC (“**Transform**”), pursuant to which the Debtors sold substantially all their assets to Transform.

5. On October 15, 2019, the Court confirmed the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5370).

6. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Disclosure Statement for Second Amended joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (the “**Disclosure Statement**”) (ECF No. 4390).²

Jurisdiction

7. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code, seeking entry of an order (i) reclassifying to general unsecured claims, and (ii) disallowing

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Disclosure Statement.

and expunging the asserted secured claims associated with the Proofs of Claim listed on **Exhibit A** annexed hereto (collectively, the “**Disputed Claims**”) as set forth on Exhibit A. Each Disputed Claim was either (i) satisfied by its inclusion in the Purchase Price as a component of the Credit Bid (defined in the APA), or (ii) subject to the Second Lien Consent (defined in the Sale Order).

9. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit B** (the “**Proposed Order**”).

The Disputed Claims Should Be Disallowed

10. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff’d sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc’ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

11. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1).

12. Each Disputed Claim asserts a secured claim arising under one of the following prepetition secured debt facilities: the Second Lien Term Loan, Second Lien Line of

Credit Facility, and Second Lien PIK Notes (each as defined in the Sale Order) (collectively, the “**Second Lien Debt**”).

13. As noted above, the Debtors sold substantially all of their assets to Transform pursuant to the APA. As set forth in the APA and Sale Order, ESL³ credit bid a portion of its secured claims, including its Second Lien Debt Claims (the “**ESL Second Lien Debt Claims**”), as a portion of the Purchase Price (defined in the APA). Pursuant to Paragraph 9 of the Sale Order, “Upon the Closing Date, the portion of the ESL Claims...that is used as part of the Credit Bid shall be deemed discharged against the Debtors and satisfied in full.” Sale Order, ¶ 9. Accordingly, the ESL Second Lien Debt Claims are allowed against the Debtors as general unsecured claims in the amounts set forth in Exhibit G to the APA, less the Credit Bid Amount (defined in the APA) set forth in Section 3.1(b) of the APA. *See* Sale Order, ¶ K.

14. With respect to the Disputed Claims asserted by non-ESL parties under the Second Lien Debt, these claims should be reclassified entirely to general unsecured claims pursuant to the Sale Order and APA. Specifically, Paragraph K of the Sale Order provides:

[T]he transfer of Acquired Assets constituting “Collateral” under that certain Amended and Restated Security Agreement by and among Sears Holdings Corporation and Wilmington Trust, National Association in its capacity as Collateral Agent (the “**Second Lien Collateral Agent**”) dated as of March 20, 2018 (as may be amended, restated, amended and restated or otherwise modified in accordance with its terms from time to time) (the “**Second Lien Security Agreement**”) has been, or will be, directed by ESL as the “Required Secured Parties” under the Second Lien Security Agreement pursuant to one or more direction letters delivered to the Second Lien Collateral Agent (the “**Second Lien Consent**”). The Second Lien Consent binds all parties holding debt under the Second Lien Term Loan, Second Lien Line of Credit Facility and Second Lien PIK Notes in their capacity as such...

³ As defined in the APA, “**ESL**” means ESL Investments, Inc., JPP, LLC, JPP II, LLC, Eddie S. Lampert and any of their respective directors, officers, or employees, in such capacities and in their individual capacities.

Sale Order ¶ K. Pursuant to Paragraph K of the Sale Order, the collateral securing any remaining claims asserted on account of the Second Lien Debt was sold or transferred as part of the Sale Transaction, with the consent of the Second Lien Collateral Agent, which consent was binding on all holders of claims under the Second Lien Debt. Accordingly, these claims should be reclassified entirely to general unsecured claims.

Reservation of Rights

15. The Debtors hereby reserve the right to object in the future to any of the Disputed Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a claim is not granted. A separate notice and hearing will be scheduled for any such objection.

Notice

16. Notice of this Objection has been provided in accordance with the procedures set forth in the Amended Order Implementing Certain Notice and Case Management Procedures, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

17. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: October 25, 2021
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Disputed Claims

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassed*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
1.	Askey, Randal G.	Sears Holdings Corporation	N/A	19041	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
2.	Askey, Susan E.	Sears Holdings Corporation	N/A	18946	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
3.	Cole, Ronald E. and Martha E.	Sears Holdings Corporation	N/A	17491	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
4.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	KLC, Inc.	N/A	14439	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
5.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Holdings Corporation	N/A	14797	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
6.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Brands Management Corporation	N/A	14666	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
7.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Stores of Texas LLC	N/A	14463	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
8.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart of Michigan, Inc.	N/A	14462	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
9.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Signature Service, LLC	N/A	14459	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
10.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Florida Builder Appliances, Inc.	N/A	14457	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
11.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Operations LLC	N/A	14456	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
12.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart of Washington LLC	N/A	14455	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
13.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Holding Corporation	N/A	14454	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
14.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Factory Service, LLC	N/A	14453	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
15.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Home Improvement Products, Inc.	N/A	14452	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
16.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Stores of Illinois LLC	N/A	14451	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
17.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Private Brands, Ltd.	N/A	14450	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
18.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Holdings Management Corporation	N/A	14449	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
19.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Protection Company (Florida), L.L.C.	N/A	14448	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
20.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Lawn & Garden, LLC	N/A	14444	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
21.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Home Delivery, LLC	N/A	14443	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
22.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	StarWest, LLC	N/A	14442	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
23.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears, Roebuck de Puerto Rico, Inc.	N/A	14440	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
24.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Operations LLC	N/A	14436	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
25.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Protection Company	N/A	14435	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
26.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	SOE, Inc.	N/A	14430	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
27.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears, Roebuck and Co.	N/A	14374	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
28.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Corporation	N/A	14373	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
29.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	California Builder Appliances, Inc.	N/A	14372	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
30.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	MyGofer LLC	N/A	14343	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
31.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart.com LLC	N/A	14311	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
32.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Roebuck Acceptance Corp.	N/A	14268	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
33.	Condra, Bryan David	Sears Holdings Corporation	N/A	11711	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
34.	Dickman, Frances R	Sears Holdings Corporation	N/A	17484	\$115,000.00	\$0.00	\$115,000.00	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassed*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
35.	DICKMAN, FRANCES R	Sears Holdings Corporation	N/A	17018	\$99,000.00	\$0.00	\$99,000.00	Second Lien PIK Notes
36.	DRAMER, BARBARA S	Sears Holdings Corporation	N/A	9357	\$7,000.00	\$0.00	\$7,000.00	Second Lien PIK Notes
37.	Durnal, Patrick E.	Sears Holdings Corporation	N/A	6046	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
38.	Gee, James	Sears Holdings Corporation	N/A	17476	\$50,000.00	\$0.00	\$50,000.00	Second Lien PIK Notes
39.	Giangrasso, Susan L	Sears Holdings Corporation	N/A	2145	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
40.	GRP Equities LLC	Sears Holdings Corporation	N/A	17213	\$60,000.00	\$0.00	\$60,000.00	Second Lien PIK Notes
41.	Hamdallah, Tarek	Sears Holdings Corporation	N/A	7540	\$51,656.25	\$0.00	\$51,656.25	Second Lien PIK Notes
42.	HOLM, JOAN & STANLEY	Sears Holdings Corporation	N/A	17964	\$106,000.00	\$0.00	\$106,000.00	Second Lien PIK Notes
43.	Johnston, Philippa L	Sears Holdings Corporation	N/A	12137	\$13,955.60	\$0.00	\$13,955.60	Second Lien PIK Notes
44.	JPP II, LLC	A&E Home Delivery, LLC	N/A	7359	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
45.	JPP II, LLC	Private Brands, Ltd.	N/A	7357	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
46.	JPP II, LLC	Kmart Stores of Illinois LLC	N/A	7355	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
47.	JPP II, LLC	Kmart of Washington LLC	N/A	7353	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
48.	JPP II, LLC	Kmart Stores of Texas LLC	N/A	7352	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
49.	JPP II, LLC	StarWest, LLC	N/A	7350	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
50.	JPP II, LLC	SOE, Inc.	N/A	7348	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
51.	JPP II, LLC	Sears Roebuck Acceptance Corp.	N/A	7345	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
52.	JPP II, LLC	Sears Protection Company	N/A	7343	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
53.	JPP II, LLC	Sears, Roebuck and Co.	N/A	7341	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
54.	JPP II, LLC	Sears Operations LLC	N/A	7324	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
55.	JPP II, LLC	Sears Home Improvement Products, Inc.	N/A	7321	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
56.	JPP II, LLC	Sears Holdings Management Corporation	N/A	7319	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
57.	JPP II, LLC	Kmart Corporation	N/A	7277	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
58.	JPP II, LLC	Sears Brands Management Corporation	N/A	7276	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
59.	JPP II, LLC	MyGofer LLC	N/A	7275	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
60.	JPP II, LLC	Kmart of Michigan, Inc.	N/A	7273	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
61.	JPP II, LLC	Kmart Holding Corporation	N/A	7269	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
62.	JPP II, LLC	Florida Builder Appliances, Inc.	N/A	7267	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
63.	JPP II, LLC	Kmart Operations LLC	N/A	7257	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
64.	JPP II, LLC	KLC, Inc.	N/A	7251	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
65.	JPP II, LLC	A&E Factory Service, LLC	N/A	7230	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
66.	JPP II, LLC	A&E Signature Service, LLC	N/A	7226	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
67.	JPP II, LLC	California Builder Appliances, Inc.	N/A	7223	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
68.	JPP II, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7220	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassified*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
69. JPP II, LLC		Sears Protection Company (Florida), L.L.C.	N/A	7216	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
70. JPP II, LLC		Kmart.com LLC	N/A	7215	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
71. JPP II, LLC		A&E Lawn & Garden, LLC	N/A	7208	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
72. JPP II, LLC		Sears Holdings Corporation	N/A	7278	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
73. JPP, LLC		SOE, Inc.	N/A	7534	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
74. JPP, LLC		Sears, Roebuck de Puerto Rico, Inc.	N/A	7515	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
75. JPP, LLC		Kmart Holding Corporation	N/A	7511	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
76. JPP, LLC		Sears Home Improvement Products, Inc.	N/A	7492	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
77. JPP, LLC		Sears Brands Management Corporation	N/A	7482	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
78. JPP, LLC		Sears Holdings Management Corporation	N/A	7480	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
79. JPP, LLC		A&E Home Delivery, LLC	N/A	7477	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
80. JPP, LLC		MyGofer LLC	N/A	7476	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
81. JPP, LLC		Florida Builder Appliances, Inc.	N/A	7474	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
82. JPP, LLC		A&E Factory Service, LLC	N/A	7455	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
83. JPP, LLC		California Builder Appliances, Inc.	N/A	7437	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
84. JPP, LLC		A&E Signature Service, LLC	N/A	7435	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
85. JPP, LLC		Private Brands, Ltd.	N/A	7420	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
86. JPP, LLC		Kmart Stores of Texas LLC	N/A	7384	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
87. JPP, LLC		Sears, Roebuck and Co.	N/A	7374	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
88. JPP, LLC		Sears Protection Company (Florida), L.L.C.	N/A	7372	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
89. JPP, LLC		Sears Operations LLC	N/A	7370	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
90. JPP, LLC		Kmart Stores of Illinois LLC	N/A	7354	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
91. JPP, LLC		StarWest, LLC	N/A	7349	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
92. JPP, LLC		Kmart of Michigan, Inc.	N/A	7334	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
93. JPP, LLC		Kmart Corporation	N/A	7332	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
94. JPP, LLC		KLC, Inc.	N/A	7330	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
95. JPP, LLC		Sears Roebuck Acceptance Corp.	N/A	7282	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
96. JPP, LLC		Sears Protection Company	N/A	7280	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
97. JPP, LLC		A&E Lawn & Garden, LLC	N/A	7279	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
98. JPP, LLC		Kmart.com LLC	N/A	7255	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
99. JPP, LLC		Kmart Operations LLC	N/A	7253	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
100. JPP, LLC		Kmart of Washington LLC	N/A	7225	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
101. JPP, LLC		Sears Operations LLC	N/A	7537	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
102. JPP, LLC		Kmart.com LLC	N/A	7535	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassified*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
103.	JPP, LLC	Kmart Stores of Illinois LLC	N/A	7530	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
104.	JPP, LLC	SOE, Inc.	N/A	7529	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
105.	JPP, LLC	Sears, Roebuck and Co.	N/A	7525	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
106.	JPP, LLC	Sears Brands Management Corporation	N/A	7521	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
107.	JPP, LLC	StarWest, LLC	N/A	7519	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
108.	JPP, LLC	Kmart of Michigan, Inc.	N/A	7510	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
109.	JPP, LLC	Kmart Corporation	N/A	7507	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
110.	JPP, LLC	Kmart Holding Corporation	N/A	7506	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
111.	JPP, LLC	Sears Protection Company	N/A	7505	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
112.	JPP, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7497	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
113.	JPP, LLC	Sears Home Improvement Products, Inc.	N/A	7487	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
114.	JPP, LLC	A&E Lawn & Garden, LLC	N/A	7459	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
115.	JPP, LLC	A&E Signature Service, LLC	N/A	7454	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
116.	JPP, LLC	A&E Factory Service, LLC	N/A	7452	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
117.	JPP, LLC	California Builder Appliances, Inc.	N/A	7444	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
118.	JPP, LLC	Private Brands, Ltd.	N/A	7364	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
119.	JPP, LLC	Florida Builder Appliances, Inc.	N/A	7356	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
120.	JPP, LLC	Kmart of Washington LLC	N/A	7347	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
121.	JPP, LLC	Sears Holdings Management Corporation	N/A	7339	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
122.	JPP, LLC	Kmart Operations LLC	N/A	7336	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
123.	JPP, LLC	Kmart Stores of Texas LLC	N/A	7335	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
124.	JPP, LLC	Sears Protection Company (Florida), L.L.C.	N/A	7285	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
125.	JPP, LLC	KLC, Inc.	N/A	7283	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
126.	JPP, LLC	MyGofer LLC	N/A	7236	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
127.	JPP, LLC	A&E Home Delivery, LLC	N/A	7234	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
128.	JPP, LLC	Sears Roebuck Acceptance Corp.	N/A	7227	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
129.	JPP, LLC	Sears Holdings Corporation	N/A	7490	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
130.	JPP, LLC	Sears Holdings Corporation	N/A	7281	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
131.	Kahana, Mordechai	Sears Holdings Corporation	N/A	14466	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
132.	Kourakin, Mary	Sears Holdings Corporation	N/A	10943	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
133.	Kozlov, Roman	Sears Holdings Corporation	N/A	8194	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
134.	Lee, Richard Y	Sears Holdings Corporation	N/A	12796	\$39,681.55	\$0.00	\$39,681.55	Second Lien PIK Notes
135.	LEGGIO, JOSPEH/COLLEEN	Sears Holdings Corporation	N/A	17309	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
136.	Molsberry Sorrells LLC	Sears Holdings Corporation	N/A	12608	\$20,662.50	\$0.00	\$20,662.50	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassed*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
137.	Muller, Maria	Sears Holdings Corporation	N/A	17342	\$32,000.00	\$0.00	\$32,000.00	Second Lien PIK Notes
138.	Muller, Maria	Sears Holdings Corporation	N/A	18004	\$18,000.00	\$0.00	\$18,000.00	Second Lien PIK Notes
139.	O'SULLIVAN, NICANORA	Sears Holdings Corporation	N/A	17991	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
140.	Pélee Umbrella Investment Fund SICAV PLC	Sears Holdings Corporation	N/A	2331	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes; Unsecured PIK Notes
141.	Pélee Umbrella Investment SICAV PLC	Sears Holdings Corporation	N/A	1874	\$10,331.00	\$0.00	\$10,331.00	Second Lien PIK Notes; Unsecured PIK Notes
142.	Rietmann, Arthur	Sears Holdings Corporation	N/A	17004	\$150,000.00	\$0.00	\$150,000.00	Second Lien PIK Notes
143.	Roer, Benny	Sears Holdings Corporation	N/A	9151	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
144.	SHORT, PAUL F	Sears Holdings Corporation	N/A	9847	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
145.	SLIMACK, MARK	Sears Holdings Corporation	N/A	10111	\$8,000.00	\$0.00	\$8,000.00	Second Lien PIK Notes
146.	SLIMACK, SUSAN A	Sears Holdings Corporation	N/A	10113	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
147.	Stahl, Marilyn	Sears Holdings Corporation	N/A	18388	\$155,000.00	\$0.00	\$155,000.00	Second Lien PIK Notes
148.	Taylor III, Jefferson C	Sears Holdings Corporation	N/A	9804	\$67,154.13	\$0.00	\$67,154.13	Second Lien PIK Notes
149.	Tomczak, David	Sears Holdings Corporation	N/A	12882	\$36,252.50	\$0.00	\$36,252.50	Second Lien PIK Notes
150.	Tomczak, David	Sears Holdings Corporation	N/A	12822	\$31,987.50	\$0.00	\$31,987.50	Second Lien PIK Notes
151.	Tomczak, David	Sears Holdings Corporation	N/A	12958	\$23,457.50	\$0.00	\$23,457.50	Second Lien PIK Notes
152.	Tomczak, David	Sears Holdings Corporation	N/A	12872	\$10,662.50	\$0.00	\$10,662.50	Second Lien PIK Notes
153.	Tomczak, David	Sears Holdings Corporation	N/A	12953	\$6,397.50	\$0.00	\$6,397.50	Second Lien PIK Notes
154.	Tosi, Alfred	Sears Holdings Corporation	N/A	17439	\$31,000.00	\$0.00	\$31,000.00	Second Lien PIK Notes
155.	VIRGINIA TARTAGLIONE / PETER TARTAGLIONE	Sears Holdings Corporation	N/A	18023	\$40,000.00	\$0.00	\$40,000.00	Second Lien PIK Notes
156.	Walsh, Kevin	Sears Holdings Corporation	N/A	18441	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
157.	Wedmore, Ryan	Sears Holdings Corporation	N/A	19364	\$4,000.00	\$0.00	\$4,000.00	Second Lien PIK Notes
158.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Brands Management Corporation	N/A	8781	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
159.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Stores of Texas LLC	N/A	8777	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
160.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart of Washington LLC	N/A	8776	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
161.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Corporation	N/A	8775	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
162.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart of Michigan, Inc.	N/A	8774	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
163.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart.com LLC	N/A	8773	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
164.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Stores of Illinois LLC	N/A	8772	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
165.	Wilmington Trust, National Association, as indenture trustee and collateral agent	KLC, Inc.	N/A	8771	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
166.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Operations LLC	N/A	8769	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
167.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Holding Corporation	N/A	8768	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
168.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Private Brands, Ltd.	N/A	8767	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
169.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Lawn & Garden, LLC	N/A	8766	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
170.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Florida Builder Appliances, Inc.	N/A	8764	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassified*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
171.	Wilmington Trust, National Association, as indenture trustee and collateral agent	MyGofer LLC	N/A	8761	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
172.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Holdings Management Corporation	N/A	8760	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
173.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Home Delivery, LLC	N/A	8757	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
174.	Wilmington Trust, National Association, as indenture trustee and collateral agent	California Builder Appliances, Inc.	N/A	8756	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
175.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Home Improvement Products, Inc.	N/A	8755	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
176.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Signature Service, LLC	N/A	8754	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
177.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck and Co.	N/A	8748	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
178.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Holdings Corporation	N/A	8745	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
179.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Protection Company	N/A	8740	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
180.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Protection Company (Florida), L.L.C.	N/A	8739	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
181.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Factory Service, LLC	N/A	8738	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
182.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Operations LLC	N/A	8737	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
183.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Roebuck Acceptance Corp.	N/A	8735	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
184.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck and Co.	N/A	8734	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
185.	Wilmington Trust, National Association, as indenture trustee and collateral agent	SOE, Inc.	N/A	8733	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
186.	Wilmington Trust, National Association, as indenture trustee and collateral agent	StarWest, LLC	N/A	8732	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
187.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck de Puerto Rico, Inc.	N/A	8731	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
188.	Wilmington Trust, National Association, as indenture trustee and collateral agent	N/A	182353801017653	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97	Second Lien PIK Notes
189.	Wilmington Trust, National Association, as indenture trustee and collateral agent	N/A	182353801017655	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97	Second Lien PIK Notes
190.	Winnifred A. Christensen as trustee Winnifred A. Christensen Liv trust VAD 11-13-87	Sears Holdings Corporation	N/A	11952	\$25,828.13	\$0.00	\$25,828.13	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Exhibit B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS' FORTIETH OMNIBUS OBJECTION TO PROOFS
OF CLAIM (TO RECLASSIFY AND DISALLOW ASSERTED SECURED CLAIMS)**

Upon the *Debtors' Fortieth Omnibus Objection to Proofs of Claim (To Reclassify and Disallow Asserted Secured Claims)*, filed on October 25, 2021 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided, and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on _____ (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted, solely to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Proof of Claim listed on **Exhibit 1** annexed hereto is (i) disallowed and expunged in the amount indicated in the column labeled “Amount Expunged” and (ii) reclassified to a general unsecured claim in the amount indicated in the column labeled “Amount Reclassified to General Unsecured,” without prejudice to Claimants’ rights to assert and the Debtors’ right to object to any claims asserted as arising under Section 507(b) of the Bankruptcy Code.
3. Except as expressly set forth herein, this Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code. All such claims and causes of action against the Debtors may hold against the Claimants are expressly preserved, and all rights and defenses the Claimants may hold in respect of any such claims or causes of action are expressly preserved.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2021
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Disputed Claims

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassed*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
1.	Askey, Randal G.	Sears Holdings Corporation	N/A	19041	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
2.	Askey, Susan E.	Sears Holdings Corporation	N/A	18946	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
3.	Cole, Ronald E. and Martha E.	Sears Holdings Corporation	N/A	17491	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
4.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	KLC, Inc.	N/A	14439	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
5.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Holdings Corporation	N/A	14797	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
6.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Brands Management Corporation	N/A	14666	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
7.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Stores of Texas LLC	N/A	14463	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
8.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart of Michigan, Inc.	N/A	14462	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
9.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Signature Service, LLC	N/A	14459	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
10.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Florida Builder Appliances, Inc.	N/A	14457	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
11.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Operations LLC	N/A	14456	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
12.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart of Washington LLC	N/A	14455	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
13.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Holding Corporation	N/A	14454	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
14.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Factory Service, LLC	N/A	14453	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
15.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Home Improvement Products, Inc.	N/A	14452	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
16.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Stores of Illinois LLC	N/A	14451	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
17.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Private Brands, Ltd.	N/A	14450	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
18.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Holdings Management Corporation	N/A	14449	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
19.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Protection Company (Florida), L.L.C.	N/A	14448	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
20.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Lawn & Garden, LLC	N/A	14444	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
21.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Home Delivery, LLC	N/A	14443	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
22.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	StarWest, LLC	N/A	14442	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
23.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears, Roebuck de Puerto Rico, Inc.	N/A	14440	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
24.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Operations LLC	N/A	14436	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
25.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Protection Company	N/A	14435	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
26.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	SOE, Inc.	N/A	14430	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
27.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears, Roebuck and Co.	N/A	14374	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
28.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Corporation	N/A	14373	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
29.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	California Builder Appliances, Inc.	N/A	14372	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
30.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	MyGofer LLC	N/A	14343	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
31.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart.com LLC	N/A	14311	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
32.	Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Roebuck Acceptance Corp.	N/A	14268	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
33.	Condra, Bryan David	Sears Holdings Corporation	N/A	11711	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
34.	Dickman, Frances R	Sears Holdings Corporation	N/A	17484	\$115,000.00	\$0.00	\$115,000.00	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassed*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
35.	DICKMAN, FRANCES R	Sears Holdings Corporation	N/A	17018	\$99,000.00	\$0.00	\$99,000.00	Second Lien PIK Notes
36.	DRAMER, BARBARA S	Sears Holdings Corporation	N/A	9357	\$7,000.00	\$0.00	\$7,000.00	Second Lien PIK Notes
37.	Durnal, Patrick E.	Sears Holdings Corporation	N/A	6046	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
38.	Gee, James	Sears Holdings Corporation	N/A	17476	\$50,000.00	\$0.00	\$50,000.00	Second Lien PIK Notes
39.	Giangrasso, Susan L	Sears Holdings Corporation	N/A	2145	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
40.	GRP Equities LLC	Sears Holdings Corporation	N/A	17213	\$60,000.00	\$0.00	\$60,000.00	Second Lien PIK Notes
41.	Hamdallah, Tarek	Sears Holdings Corporation	N/A	7540	\$51,656.25	\$0.00	\$51,656.25	Second Lien PIK Notes
42.	HOLM, JOAN & STANLEY	Sears Holdings Corporation	N/A	17964	\$106,000.00	\$0.00	\$106,000.00	Second Lien PIK Notes
43.	Johnston, Philippa L	Sears Holdings Corporation	N/A	12137	\$13,955.60	\$0.00	\$13,955.60	Second Lien PIK Notes
44.	JPP II, LLC	A&E Home Delivery, LLC	N/A	7359	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
45.	JPP II, LLC	Private Brands, Ltd.	N/A	7357	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
46.	JPP II, LLC	Kmart Stores of Illinois LLC	N/A	7355	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
47.	JPP II, LLC	Kmart of Washington LLC	N/A	7353	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
48.	JPP II, LLC	Kmart Stores of Texas LLC	N/A	7352	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
49.	JPP II, LLC	StarWest, LLC	N/A	7350	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
50.	JPP II, LLC	SOE, Inc.	N/A	7348	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
51.	JPP II, LLC	Sears Roebuck Acceptance Corp.	N/A	7345	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
52.	JPP II, LLC	Sears Protection Company	N/A	7343	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
53.	JPP II, LLC	Sears, Roebuck and Co.	N/A	7341	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
54.	JPP II, LLC	Sears Operations LLC	N/A	7324	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
55.	JPP II, LLC	Sears Home Improvement Products, Inc.	N/A	7321	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
56.	JPP II, LLC	Sears Holdings Management Corporation	N/A	7319	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
57.	JPP II, LLC	Kmart Corporation	N/A	7277	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
58.	JPP II, LLC	Sears Brands Management Corporation	N/A	7276	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
59.	JPP II, LLC	MyGofer LLC	N/A	7275	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
60.	JPP II, LLC	Kmart of Michigan, Inc.	N/A	7273	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
61.	JPP II, LLC	Kmart Holding Corporation	N/A	7269	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
62.	JPP II, LLC	Florida Builder Appliances, Inc.	N/A	7267	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
63.	JPP II, LLC	Kmart Operations LLC	N/A	7257	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
64.	JPP II, LLC	KLC, Inc.	N/A	7251	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
65.	JPP II, LLC	A&E Factory Service, LLC	N/A	7230	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
66.	JPP II, LLC	A&E Signature Service, LLC	N/A	7226	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
67.	JPP II, LLC	California Builder Appliances, Inc.	N/A	7223	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
68.	JPP II, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7220	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassified*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
69. JPP II, LLC		Sears Protection Company (Florida), L.L.C.	N/A	7216	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
70. JPP II, LLC		Kmart.com LLC	N/A	7215	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
71. JPP II, LLC		A&E Lawn & Garden, LLC	N/A	7208	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
72. JPP II, LLC		Sears Holdings Corporation	N/A	7278	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
73. JPP, LLC		SOE, Inc.	N/A	7534	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
74. JPP, LLC		Sears, Roebuck de Puerto Rico, Inc.	N/A	7515	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
75. JPP, LLC		Kmart Holding Corporation	N/A	7511	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
76. JPP, LLC		Sears Home Improvement Products, Inc.	N/A	7492	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
77. JPP, LLC		Sears Brands Management Corporation	N/A	7482	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
78. JPP, LLC		Sears Holdings Management Corporation	N/A	7480	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
79. JPP, LLC		A&E Home Delivery, LLC	N/A	7477	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
80. JPP, LLC		MyGofer LLC	N/A	7476	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
81. JPP, LLC		Florida Builder Appliances, Inc.	N/A	7474	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
82. JPP, LLC		A&E Factory Service, LLC	N/A	7455	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
83. JPP, LLC		California Builder Appliances, Inc.	N/A	7437	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
84. JPP, LLC		A&E Signature Service, LLC	N/A	7435	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
85. JPP, LLC		Private Brands, Ltd.	N/A	7420	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
86. JPP, LLC		Kmart Stores of Texas LLC	N/A	7384	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
87. JPP, LLC		Sears, Roebuck and Co.	N/A	7374	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
88. JPP, LLC		Sears Protection Company (Florida), L.L.C.	N/A	7372	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
89. JPP, LLC		Sears Operations LLC	N/A	7370	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
90. JPP, LLC		Kmart Stores of Illinois LLC	N/A	7354	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
91. JPP, LLC		StarWest, LLC	N/A	7349	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
92. JPP, LLC		Kmart of Michigan, Inc.	N/A	7334	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
93. JPP, LLC		Kmart Corporation	N/A	7332	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
94. JPP, LLC		KLC, Inc.	N/A	7330	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
95. JPP, LLC		Sears Roebuck Acceptance Corp.	N/A	7282	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
96. JPP, LLC		Sears Protection Company	N/A	7280	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
97. JPP, LLC		A&E Lawn & Garden, LLC	N/A	7279	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
98. JPP, LLC		Kmart.com LLC	N/A	7255	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
99. JPP, LLC		Kmart Operations LLC	N/A	7253	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
100. JPP, LLC		Kmart of Washington LLC	N/A	7225	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
101. JPP, LLC		Sears Operations LLC	N/A	7537	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
102. JPP, LLC		Kmart.com LLC	N/A	7535	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassified*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
103.	JPP, LLC	Kmart Stores of Illinois LLC	N/A	7530	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
104.	JPP, LLC	SOE, Inc.	N/A	7529	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
105.	JPP, LLC	Sears, Roebuck and Co.	N/A	7525	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
106.	JPP, LLC	Sears Brands Management Corporation	N/A	7521	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
107.	JPP, LLC	StarWest, LLC	N/A	7519	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
108.	JPP, LLC	Kmart of Michigan, Inc.	N/A	7510	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
109.	JPP, LLC	Kmart Corporation	N/A	7507	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
110.	JPP, LLC	Kmart Holding Corporation	N/A	7506	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
111.	JPP, LLC	Sears Protection Company	N/A	7505	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
112.	JPP, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7497	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
113.	JPP, LLC	Sears Home Improvement Products, Inc.	N/A	7487	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
114.	JPP, LLC	A&E Lawn & Garden, LLC	N/A	7459	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
115.	JPP, LLC	A&E Signature Service, LLC	N/A	7454	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
116.	JPP, LLC	A&E Factory Service, LLC	N/A	7452	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
117.	JPP, LLC	California Builder Appliances, Inc.	N/A	7444	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
118.	JPP, LLC	Private Brands, Ltd.	N/A	7364	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
119.	JPP, LLC	Florida Builder Appliances, Inc.	N/A	7356	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
120.	JPP, LLC	Kmart of Washington LLC	N/A	7347	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
121.	JPP, LLC	Sears Holdings Management Corporation	N/A	7339	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
122.	JPP, LLC	Kmart Operations LLC	N/A	7336	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
123.	JPP, LLC	Kmart Stores of Texas LLC	N/A	7335	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
124.	JPP, LLC	Sears Protection Company (Florida), L.L.C.	N/A	7285	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
125.	JPP, LLC	KLC, Inc.	N/A	7283	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
126.	JPP, LLC	MyGofer LLC	N/A	7236	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
127.	JPP, LLC	A&E Home Delivery, LLC	N/A	7234	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
128.	JPP, LLC	Sears Roebuck Acceptance Corp.	N/A	7227	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
129.	JPP, LLC	Sears Holdings Corporation	N/A	7490	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
130.	JPP, LLC	Sears Holdings Corporation	N/A	7281	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
131.	Kahana, Mordechai	Sears Holdings Corporation	N/A	14466	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
132.	Kourakin, Mary	Sears Holdings Corporation	N/A	10943	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
133.	Kozlov, Roman	Sears Holdings Corporation	N/A	8194	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
134.	Lee, Richard Y	Sears Holdings Corporation	N/A	12796	\$39,681.55	\$0.00	\$39,681.55	Second Lien PIK Notes
135.	LEGGIO, JOSPEH/COLLEEN	Sears Holdings Corporation	N/A	17309	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
136.	Molsberry Sorrells LLC	Sears Holdings Corporation	N/A	12608	\$20,662.50	\$0.00	\$20,662.50	Second Lien PIK Notes

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Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassed*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
137.	Muller, Maria	Sears Holdings Corporation	N/A	17342	\$32,000.00	\$0.00	\$32,000.00	Second Lien PIK Notes
138.	Muller, Maria	Sears Holdings Corporation	N/A	18004	\$18,000.00	\$0.00	\$18,000.00	Second Lien PIK Notes
139.	O'SULLIVAN, NICANORA	Sears Holdings Corporation	N/A	17991	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
140.	Pélee Umbrella Investment Fund SICAV PLC	Sears Holdings Corporation	N/A	2331	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes; Unsecured PIK Notes
141.	Pélee Umbrella Investment SICAV PLC	Sears Holdings Corporation	N/A	1874	\$10,331.00	\$0.00	\$10,331.00	Second Lien PIK Notes; Unsecured PIK Notes
142.	Rietmann, Arthur	Sears Holdings Corporation	N/A	17004	\$150,000.00	\$0.00	\$150,000.00	Second Lien PIK Notes
143.	Roer, Benny	Sears Holdings Corporation	N/A	9151	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
144.	SHORT, PAUL F	Sears Holdings Corporation	N/A	9847	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
145.	SLIMACK, MARK	Sears Holdings Corporation	N/A	10111	\$8,000.00	\$0.00	\$8,000.00	Second Lien PIK Notes
146.	SLIMACK, SUSAN A	Sears Holdings Corporation	N/A	10113	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
147.	Stahl, Marilyn	Sears Holdings Corporation	N/A	18388	\$155,000.00	\$0.00	\$155,000.00	Second Lien PIK Notes
148.	Taylor III, Jefferson C	Sears Holdings Corporation	N/A	9804	\$67,154.13	\$0.00	\$67,154.13	Second Lien PIK Notes
149.	Tomczak, David	Sears Holdings Corporation	N/A	12882	\$36,252.50	\$0.00	\$36,252.50	Second Lien PIK Notes
150.	Tomczak, David	Sears Holdings Corporation	N/A	12822	\$31,987.50	\$0.00	\$31,987.50	Second Lien PIK Notes
151.	Tomczak, David	Sears Holdings Corporation	N/A	12958	\$23,457.50	\$0.00	\$23,457.50	Second Lien PIK Notes
152.	Tomczak, David	Sears Holdings Corporation	N/A	12872	\$10,662.50	\$0.00	\$10,662.50	Second Lien PIK Notes
153.	Tomczak, David	Sears Holdings Corporation	N/A	12953	\$6,397.50	\$0.00	\$6,397.50	Second Lien PIK Notes
154.	Tosi, Alfred	Sears Holdings Corporation	N/A	17439	\$31,000.00	\$0.00	\$31,000.00	Second Lien PIK Notes
155.	VIRGINIA TARTAGLIONE / PETER TARTAGLIONE	Sears Holdings Corporation	N/A	18023	\$40,000.00	\$0.00	\$40,000.00	Second Lien PIK Notes
156.	Walsh, Kevin	Sears Holdings Corporation	N/A	18441	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
157.	Wedmore, Ryan	Sears Holdings Corporation	N/A	19364	\$4,000.00	\$0.00	\$4,000.00	Second Lien PIK Notes
158.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Brands Management Corporation	N/A	8781	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
159.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Stores of Texas LLC	N/A	8777	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
160.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart of Washington LLC	N/A	8776	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
161.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Corporation	N/A	8775	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
162.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart of Michigan, Inc.	N/A	8774	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
163.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart.com LLC	N/A	8773	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
164.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Stores of Illinois LLC	N/A	8772	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
165.	Wilmington Trust, National Association, as indenture trustee and collateral agent	KLC, Inc.	N/A	8771	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
166.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Operations LLC	N/A	8769	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
167.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Holding Corporation	N/A	8768	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
168.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Private Brands, Ltd.	N/A	8767	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
169.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Lawn & Garden, LLC	N/A	8766	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
170.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Florida Builder Appliances, Inc.	N/A	8764	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes

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Debtors' [Fortieth] Omnibus Objection to Claims
Exhibit 1 - Disallowed and Reclassed Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Disallowed and Reclassed*								
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
171.	Wilmington Trust, National Association, as indenture trustee and collateral agent	MyGofer LLC	N/A	8761	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
172.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Holdings Management Corporation	N/A	8760	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
173.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Home Delivery, LLC	N/A	8757	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
174.	Wilmington Trust, National Association, as indenture trustee and collateral agent	California Builder Appliances, Inc.	N/A	8756	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
175.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Home Improvement Products, Inc.	N/A	8755	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
176.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Signature Service, LLC	N/A	8754	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
177.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck and Co.	N/A	8748	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
178.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Holdings Corporation	N/A	8745	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
179.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Protection Company	N/A	8740	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
180.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Protection Company (Florida), L.L.C.	N/A	8739	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
181.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Factory Service, LLC	N/A	8738	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
182.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Operations LLC	N/A	8737	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
183.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears Roebuck Acceptance Corp.	N/A	8735	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
184.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck and Co.	N/A	8734	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
185.	Wilmington Trust, National Association, as indenture trustee and collateral agent	SOE, Inc.	N/A	8733	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
186.	Wilmington Trust, National Association, as indenture trustee and collateral agent	StarWest, LLC	N/A	8732	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
187.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck de Puerto Rico, Inc.	N/A	8731	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
188.	Wilmington Trust, National Association, as indenture trustee and collateral agent	N/A	182353801017653	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97	Second Lien PIK Notes
189.	Wilmington Trust, National Association, as indenture trustee and collateral agent	N/A	182353801017655	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97	Second Lien PIK Notes
190.	Winnifred A. Christensen as trustee Winnifred A. Christensen Liv trust VAD 11-13-87	Sears Holdings Corporation	N/A	11952	\$25,828.13	\$0.00	\$25,828.13	Second Lien PIK Notes

* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.